

December 23, 2009

Clerk, U.S. Bankruptcy Court

1 Below is an Order of the Court.

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TRISH M. BROWN
U.S. Bankruptcy Judge

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF OREGON

In re

**GRAPHIC ARTS CENTER
PUBLISHING COMPANY,**

Debtor.

No. 09-39457-tmb7

**ORDER GRANTING INGRAM BOOK
GROUP'S MOTION FOR RELIEF FROM
STAY, AND OTHER RELIEF**

The Motion for Relief from Stay filed by Ingram Book Group Inc. ("Ingram") came on for expedited hearing at 11:30 a.m. on December 22, 2009, before the Hon. Trish M. Brown. Alex Poust, Schwabe Williamson & Wyatt, PC, appeared for Ingram. Jennifer Dumas, Crocker Kuno, PLLC, appeared for Silicon Valley Bank. Richard Baroway, Garvey Schubert Barer, appeared for Accordion Investments IV, LLC, and Mike Hopkins appeared as a former officer of Debtor. The Court, having reviewed the records and files herein, having heard the arguments of all parties present, and being otherwise fully advised, now, therefore,

IT IS HEREBY ORDERED as follows:

1. Ingram's Motion for Relief from Stay is granted.
2. Ingram may immediately exercise all of its rights and remedies under applicable

1 nonbankruptcy law in and against the collateral described in the attached Exhibit "A."

2 3. The 14-day stay provided by Fed. Rule of Bankr. Proc. 4001(a) is waived.

3 4. Nothing in this Order is intended to adjudicate the validity, extent or priority of
4 Ingram's security interest or the secured claims of any other creditor in the debtor's assets.

5 5. This Order shall be effective as of December 22, 2009, notwithstanding the actual
6 date that this Order is signed and entered by the Court.

7 6. Ingram represents that counsel for Silicon Valley Bank and Accordion
8 Investments IV, LLC, have reviewed and approved this form of order.

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11 Presented by:

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13 SCHWABE, WILLIAMSON & WYATT, P.C.
14

15 By: /s/ Alex I. Poust
16 Alex I. Poust, OSB #925155
17 apoust@schwabe.com
Facsimile: 503.796.2900
Of Attorneys for Ingram Book Group Inc.

EXHIBIT A

Debtor hereby collaterally assigns to Secured Party all of its right, title and interest in and to, and grants Secured Party a first priority lien upon and security interest in, all of the assets of Debtor, including without limitation the following, wherever located, whether now owned or in existence or hereafter acquired or arising, together with all substitutions, replacements, improvements, accessions or appurtenances thereto, and proceeds (including, without limitation, insurance proceeds) thereof:

All Goods;

Accounts including, without limitation, Receivables;

Cash;

Chattel Paper (whether tangible or electronic);

Commercial Tort Claims;

Contract Rights or Rights to payment of money;

Deposit Accounts;

Documents;

Equipment;

Fixtures;

Franchise Agreements;

General Intangibles;

Instruments (including any promissory notes);

Inventory;

Investment Property;

Leases;

Letters of Credit Rights (whether or not the letter of credit is evidenced by a writing);

License Agreements;

Promissory Notes;

Securities;

Supporting Obligations and Financial Assets, whether now owned or hereafter acquired, wherever located;

All Books and Records pertaining to the foregoing; any other personal property, whether tangible or intangible, now owned or existing or hereafter acquired by Debtor or arising in favor of Debtor; and any and all claims, rights and interests in any of the above and all substitutions for, additions, attachments, accessories, accessions and improvements to and replacements, products, proceeds and insurance proceeds of any or all of the foregoing.

CERTIFICATE OF SERVICE

I hereby certify that on the 22nd day of December, 2009, the foregoing **ORDER GRANTING INGRAM BOOK GROUP'S MOTION FOR RELIEF FROM STAY, AND OTHER RELIEF** was served electronically via ECF on:

Shelly Crocker on behalf of Silicon Valley Bank
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jdumas@crockerkuno.com

Rodolfo A. Camacho, Chapter 7 Trustee
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Jennifer L. Dumas on behalf of Silicon Bank
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Thomas K. Hooper on behalf of the Housing Authority of the City of Santa Barbara
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Jeannette Thomas on behalf of Debtor
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Richard Baroway on behalf of Accordion Investments IV, LLC
rbaroway@gsblaw.com

And via facsimile or email:

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1 Richard Baroway (via facsimile)
2 Garvey Schubert Barer
3 Bank of America Financial Center
4 121 SW Morrison Street
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6 Portland, OR 97204-3141

7 And via first class mail on:

8 Douglas Pfeiffer
9 3019 NW Yeon
10 Portland, OR 97210

11 /s/ Alex Poust
12 Alex Poust